

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)  
(Jointly Administered)

**COMPENDIUM OF EXHIBITS TO  
PRE-TRIAL MEMORANDUM OF THE BANK LENDER GROUP IN OPPOSITION TO  
THE DEBTORS' OBJECTION TO CLAIMS ASSERTED UNDER THE DEBTORS'  
CREDIT AGREEMENTS DATED AS OF MAY 14, 1998 AND MAY 5, 1999**

Dated: September 5, 2008  
Wilmington, Delaware

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**TABLE OF CONTENTS OF COMPENDIUM**

<b>Exhibit</b>	<b>Title</b>
1	Affidavit of Charles O. Freedgood of JPMorgan Chase Bank, N.A., in its Capacity as Administrative Agent Under the Pre-Petition Bank Credit Facilities, in Support of the Claims Asserted Under the Debtors' Credit Agreements Dated as of May 14, 1998 and May 5, 1999
2	First Amended Joint Plan of Reorganization of USG Corporation and its Debtor Subsidiaries, as Modified
3	Declaration of Edwin N. Ordway, Jr. in Support of the Response of the Official Committee of Unsecured Creditors to Debtors' Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreements Dated as of May 14, 1998 and May 5, 1999
4	Responses and Objections of Debtors to the Official Committee of Unsecured Creditors of W.R. Grace & Co. and Bank Lender Group's First Request for Production of Documents, First Set of Interrogatories, and First Request for Admissions
5	The Official Committee of Equity Holders' Responses and Objections to the Official Committee of Unsecured Creditors of W.R. Grace & Co.'s and Bank Lender Group's First Set of Interrogatories
6	Declaration of Lewis Kruger in Support of the Official Committee of Unsecured Creditors' Response to Debtors' Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreements Dated as of May 14, 1998 and May 5, 1999
7	Amended Joint Plan of Reorganization (Jan. 13, 2005)
8	Declaration of Mark A. Shelnitz in Support of Debtors' Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreements Dated as of May 14, 1998 and May 5, 1999
9	Amended Disclosure Statement for the Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (Jan 13, 2005)
10	Debtors' Form 10-K and Ex. 99-1 (Mar. 7, 2005)
11	E-mail from Arlene Krieger to Janet Baer (with draft Plan Support Agreement attached) (Feb. 18, 2005)
12	Email from Janet Baer to Arlene Krieger (with K&E comments to draft Plan Support Agreement attached) (Mar. 16, 2005)
13	Notices of Appointment of Official Committee of Unsecured Creditors [Dkt. Nos. 352 and 12767]

14	E-mail from R.Tarola to T. Maher (Feb. 14, 2005)
15	E-mail from J. Baer to R. Tarola, M. Shelnitz, et al. (Feb. 27, 2006)
16	E-mail from K. Pasquale to A. Rosenberg (Apr. 15, 2008)
17	E-mail from A. Krieger to K. Pasquale (May 9, 2007)
18	April 7, 2008 Transcript of W.R. Grace & Co. Conference Call
19	Official Committee of Equity Security Holders' Memorandum in Support of Debtors' Motion to Exclude Certain Expert Opinions Relating to Current Future Asbestos Personal Injury Liability (Dec. 7, 2007)
20	Affidavit of Pamela D. Zilly in Support of Debtors' Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreements Dated as of May 14, 1998 and May 5, 1999
21	Declaration of Robert M. Tarola in Support of Debtors' Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreements Dated as of May 14, 1998 and May 5, 1999
22	July 21, 2008 Transcript of Proceedings Before The Honorable Judith K. Fitzgerald
23	Compendium of Unreported Cases